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PHALANX COVENANT
LIFE SIGNS

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PHALANX COVENANT
LIFE SIGNS

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IT IS A COLD, RENDLESS RAIN THAT BATTERS DOWN UPON THE CENTURIES-OLD STRUCTURE THAT IS THE MONT SAINT FRANCIS --

-- AN ABANDONED FRANCISCAN MONASTERY SITUATED ALONG THE NORTHERN COAST OF FRANCE. *

SUDDENLY, A SPHERE COMPRISED SOLELY OF ELECTRIC MAGNETIC ENERGY DROPS FROM THE HEAVY, BLACK, LEADEN CLOUDS...

...ALL BUT INVISIBLE, SAVE FOR ITS OUTLINE, DELINEATED BY THE POUNDING RAIN, AND ITS RATHER DYNAMIC PASSENGERS --

"LAST SEEN IN LINDA KAREN #300 -- Kelly."

-- THE MUTANT TEAM KNOWN AS X-FACTOR --

-- THE SPHERE FLOATS GENTLY SHOREWARD --

I DUNNO, FORGE. ARE YOU SURE DISGIG DA PLACE?

LOOKS KINDA DEAD TWE.

PROFESSOR XAVIER'S MESSAGE WAS URGENT AND CRITIC, GUIDO.

HE GAVE ME THESE COORDINATES, TOLD US TO COME IMMEDIATELY.

BUT HE DEMANDED THAT WE NOT BRING ANY FORM OF TECHNOLOGY WHATSOEVER WITH US.

HE COULDN'T SAY MORE, BUT WHEN YOU HEAR EVEN A HINT OF FEAR IN THE VOICE OF A MAN LIKE CHARLES XAVIER --

-- WELL, YOU FIND YOURSELF WONDERING AT WHAT COULD DISTRESS A MAN LIKE HIM.

WHAT'S THE MATTER, RAHNE...?

SOMETHIN' DOESN'A SMELL RIGHT...

I CANNA GET A GOOD SCENT ON IT, WHAT WITH THE WET OF THE STORM, BUT --



SORRY FOR THE FIREWORKS DISPLAY, X-FACTOR!

BUT YOU HAVETA STAY WHERE YA ARE UNTIL YALL ARE DIRECTED TO DO OTHER WISE.

I WILL APOLOGIZE IN ADVANCE IF OUR COLD RECEPTION PROVES TO HAVE BEEN UNNEEDED, MYIN FREINDS

BUT CONSIDERING WHAT WE HAVE RECENTLY EXPERIENCED, WE CAN AFFORD TO TAKE NO CHANCES.



NIGHT-CRAWLER, WHAT "CHANCES" ARE YOU TALKING ABOUT?

AND WHAT IS EXCALIBUR AND X-FORCE DOING HERE?

WHAT EXACTLY IS GOING ON?

AGAIN, I AM SORRY, FORGE, BUT WITH THE CIRCUMSTANCES BEING WHAT THEY ARE --

UNTIL WE'RE ABLE TO PROVE YOUR AUTHENTICITY, I'M AFRAID THAT WE CAN'T ALLOW YOU TO PROCEED ANY FARTHER.



"AUTHENTICITY" ...?

WOULD SOMEONE JUST SPEAK PLAIN ENGLISH AROUND HERE?



SAM, PLEASE, WE KNOW SOMETHING'S DREADFULLY WRONG... OR ELSE THE PROFESSOR WOULD'NA' HAVE GATHERED US ALL.

BUT, HOW CAN YE NOT KNOW 'TIS WE?



I'M SORRY, RAINE, BUT UNTIL WE KNOW FOR SURE, WE CAN'T DEPEND ON TRUST ALONE.



STAN LEE
presents

Phalanx Covenant LIFE SIGNS

PART 1

plot: SCOTT LOBBELL

TOOD DeZAGO

script: TOOD DeZAGO

pencils: JAM DUARSEMA

ROGER CRUZ

inks: AL MILGROM

letters: STRAWINGS/
COMICRAFT

colors: GLYNIS OLIVER

cover: STEVE LIGHTLE

editor:

KELLY CORPSE

group editor:

BOB HARRIS

chief:

TOM DEFALCO

THIS
JUVENILE
BEHAVIOR MUST
CEASE! WE'VE NEITHER
THE TIME NOR THE
ENERGY TO WASTE ON
SENSELESS BEAGLES
AMONGST OUR-
SELVES.

MY
APOLOGIES,
X-FACTOR, FOR
THE LESS-THAN-
WARM WELCOME
YOU RECEIVED
UPON YOUR
ARRIVAL.

IN
LIGHT OF WHAT
HAS OCCURRED
OVER THE LAST
TWENTY-FOUR HOURS
IT WAS NECESSARY
THAT WE ADOPT
A "DOUBT FIRST,
ASK QUESTIONS
LATER"
POLICY.

NOW THAT I
HAVE HAD THE
OPPORTUNITY TO
TELEPATHICALLY SCAN
YOU TO DETERMINE
YOUR... AS KURT SO
DELICATELY PUT IT...
"AUTHENTICITY"...

...I
WOULD
LIKE TO THANK
YOU AND SAY
HOW GRATEFUL I
AM THAT YOU
CAME SO
QUICKLY.

REST
ASSURED
THAT I
WOULD NOT
HAVE ASKED YOU
TO MAKE SUCH
A PERILOUS
JOURNEY...

...HAD IT
NOT BEEN
VERY MUCH
A MATTER OF
LIFE AND
DEATH!

**SPECIAL
EDITION**

THE MUTANT ENQUIRER

The Daily Mutant Bulletin

**SPECIAL
EDITION**

EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA!

Generation X

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WAIT, PROFESSOR! X-FACTOR HONORED YOUR "NO TECHNOLOGY" ORDER IN COMING HERE! BUT WHAT OF FORGE WITH HIS CYBNETIC HAND AND LEG?

WHY IS HE THE EXCEPTION?

YOU SOUND SUSPICIOUS, SHATTER-STAR.

IF WE ARE TO SURVIVE THE COMING THREAT,

WE WILL HAVE TO DEPEND ON ONE ANOTHER, BODY AND SOUL.

I HAVE CLEARED FORGE, THAT SHOULD BE ENOUGH.

GOT THAT, SPOONY BOY?

I MEANT NO DISRESPECT, ONLY CAUTION.



AW, CWOON, SAM. I WUZ JUST PLAYIN' AROUND... I DONT MEAN ANYTHIN' BY IT.

I'M LIKE A BIG KID, I'M JUUS' HAVIN' SOME FUN WIT' YA...

YE BEST PRIVE 'EM, SAM. IF YE DONT, HE'Y NEVER LEAVE YE BE.

CHARLES... WHAT'S GOING ON? WHERE OROGO AND THE OTHERS?

HAS SOMETHING HAPPENED TO THE X-MEN? TO OROGO?

TELL ME!

FORGE -- I'M AFRAID SOMETHING HAS HAPPENED AND I FEAR FOR THE X-MEN'S SAFETY.

MINE AS WELL, ALEX.

NOW COME INSIDE AND I SHALL TELL YOU OF THE PHALANX!



BUT PERHAPS, WE SHOULD WAIT UNTIL WE GET INSIDE TO DISCUSS THINGS.

WAIT?! PROFESSOR -- THESE ARE OUR FRIENDS WE'RE TALKING ABOUT!



ONCE INSIDE THE SANCTUARY...

AS NEAR AS I CAN TELL, WE'RE BEING HUNTED, BY WHAT I BELIEVE TO BE A TERRIFYING, TECHNO-ORGANIC LIFE FORM...

...ONE BAGGER TO PROVE ITSELF THE DOMINANT SPECIES, SIMPLY BY ELIMINATING ALL OTHER LIFE ON THE PLANET.

THESE ENTITIES CALL THEMSELVES THE PHALANX, AND THEY CAN INCORPORATE BOTH LIVING AND NON-LIVING MATERIALS INTO THEIR MASS.

THEY ARE CAPABLE OF SHAPING THEMSELVES INTO ANY FORM, TO THE POINT OF ACTUALLY CREATING DUPLICATES OF PEOPLE... AND I BELIEVE...

I FEAR...

...THAT THEY HAVE CLAIMED THE X-MEN AS THEIR VICTIMS.



"OUR LAST CONTACT WITH THE X-MEN WAS LESS THAN TWENTY-FOUR HOURS AGO. AS NIGHTCRAWLER RAN A DATA TRANSFERAL PROGRAM IN THE RECORDS ROOM AT ALICE ISLAND.

"THE BEAST WAS HIS CONTACT AT THE MANSION."

...HANK, YOU SEEM DISTRACTED -- ARE YOU ALL RIGHT?

CERTAINLY.

* IT WASN'T BEAST AT ALL... BUT A PHALANX-CLONE. SEE UNCANNY X-MEN #316. --K&L



HOLD THE PHONE, NIGHT-CRAWLER.

THERE SEEMS TO BE SOME SORT OF DISTURBANCE IN THE READY ROOM.



BE BACK IN A SECOND.



"HE WAS ONLY GONE FOR A MOMENT, WHEN..."



"WE CAN ONLY ASSUME THE WORST, BASED ON WHAT HAPPENED HERE NEXT."



I SENSE SOMETHING...
KURT, SHUT
DOWN THAT
CONSOLE!
GET AWAY!

EH...?

"I HAD BEEN DRAWN
TO THE RECORDS
ROOM BY THE SUDDEN
ARRIVAL OF A NEW
CONSCIOUSNESS TO
THE FACILITY..."

"...AND WHILE IT'S COLLECTIVE
INTELLIGENCE MADE IT IMPOSSIBLE
FOR ME TO EVEN APPROACH ITS
THOUGHTS WITH MY MIND..."

"...I HAD BEEN
ABLE TO DISCERN
THAT ITS INTENTIONS
WERE DEADLY."

VAG
IST...?

SUBJECT:
DESIGNATE --
KURT WAGNER/
NIGHTCRAWLER --
XAVIER
CHARLES --

MUTANT
CANDIDATES
FOR COLLECTIVE
ASSIMILATION.
FUNCTION
ANALYSIS --
110101 --

-- DETAIN / RESTRAIN
FOR ASSIMILATION
PROCESS.

"KURT EVADED
THE PHALANX'S
ATTEMPTS AT
CAPTURE..."

HOLD ON,
PROFESSOR!

I'LL
HAVE US
OUT OF
HERE IN A
MOMENT.

NO NIGHT-
CRAWLER!
WAIT--

BAMF

MEIN
GOTT
PROFESSOR!
WHAT WERE
THOSE --

"...MAKING MY
SAFETY HIS
TOP PRIORITY."

"HOWEVER..."



MY APOLOGIES,
KURT, FOR
TELEPATHICALLY
OVERRIDING YOUR
POWER OF TELE-
PORTATION --

-- BUT I
THINK IT BEST
THAT I REMAIN
HERE, KEEPING
THESE MENACES
OCCUPIED --

-- WHILE
YOU AND
MOIRA SHUT
DOWN ALL
POWER AND
SECURE THE
ENTIRE
COMPLEX.

BUT,
PROFESSOR --

YOUR
CONCERN IS
TOLERABLE, KURT,
BUT I'M NOT
WITHOUT MY
OWN
RESOURCES.

BY
KEEPING
THESE CREATURES
ON THE DEFENSE WITH
SOME TELEPATHIC
SUGGESTIONS...

...I
CAN
BUY YOU
THE TIME
NEEDED TO
COMPLETE
YOUR
GOAL.

I
ASSURE
YOU I CAN
HANDLE
MYSELF.





"... NIGHTCRAWLER WAS GONE...

"... LEAVING ME TO LIVE UP TO MY OWN CONFIDENT WORDS --

"... AS I WATCHED WITH A CERTAIN AMOUNT OF AWE --

"... THE GEVERED AND BROKEN LIMBS OF THE PHALANX --

"... COAGULATE AND CONGEAL INTO A LARGER, MORE THREATENING ADVERSARY.



FUNCTION ANALYSIS:
RESPONSE TO ONSLAUGHT
HIGH-LEVEL
TELEPATHIC
FORCE --
11000 --

-- 001011 --
ADJUSTMENT OF
DIMENSIONAL
PARAMETERS TO
FACILITATE
CAPTURE --
0110.

"AT THIS POINT,
I REALIZED THIS
THREAT WAS EVEN
GREATER THAN I
HAD ANTICIPATED.
I KNOW I
WOULD NEED
REINFORCEMENTS --



I'VE GOT IT,
PROFESSOR!

-- 1011 --
11100000 --

"SHADOWCAT
PHAGED, NOT
ONLY THROUGH
THE CEILING...

"... BUT THROUGH
MY GIANT FOS AG
WELL --



"... HER POWER
DISRUPTING ITS
TECHNO-ORGANIC
CIRCUITRY AND
TEMPORARILY
NEUTRALIZING
IT AS A THREAT.

KURT
TOLD
ME
YOU --



HUH?

KLERT AND MOIRA WERE ABLE TO SHUT DOWN THE POWER AND SEAL THE FACILITY.

BUT AS I FEARED, IT HAS NOT DONE MUCH TO HINDER THEIR ATTACK.

ALL WE HAVE MANAGED TO DO IS LOCK OURSELVES IN HERE WITH IT.

IT ALSO SEEMS THAT WHILE YOUR PHASIS POWER IS THE MOST EFFECTIVE AGAINST THESE MONSTROSITIES.

THERE ARE SOME ASPECTS OF THIS CREATURE THAT HAVEN'T GOTTEN THE MESSAGE!

WELL, I'LL BE MORE THAN HAPPY TO FIX THAT LITTLE "COMMUNICATION" PROBLEM.



PROFESSOR, THE SIMILARITIES HERE WOULD BE JUST TOO COINCIDENTAL.

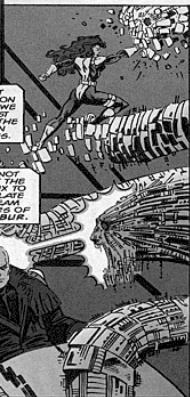
DO YOU THINK THERE'S A CONNECTION BETWEEN THESE BIO-TECHNIC CREATURES AND DOUGLOCK?

YES, KATHERINE, THERE IS, AS I WAS ORIGINALLY PART OF THIS COLLECTIVE INTELLIGENCE WHICH CALLS ITSELF THE PHALANX.



BUT THAT INFORMATION CAN WAIT. WE MUST FIRST ATTEND TO THE SITUATION BEFORE US.

I CANNOT PERMIT THE PHALANX TO ASSIMILATE THE TEAM MEMBERS OF EXCALIBUR.



YEAH, GOOD IDEA. LET'S NOT "PERMIT" THAT.



SKABASHH

HURRY! WE ARE EVACUATING THE ISLAND!

BRIAN! AMANDA!

THESE CREATURES ARE SPREADING THROUGHOUT THE COMPLEX AT AN INCREDIBLE RATE!

"INDEED IT HAD,
WHICH WE SOON
DISCOVERED
WHILE TRYING
TO LEAVE THE
ISLAND
IN THE
TEAM'S
HOVER-
CRAFT..."

FUNCTIONAL
ANALYSIS:
ABOAT
DEPARTURE
OF CRAFT --
CAPTURE
SUBJECTS
DESIGNATE
TEAM --
EXCALIBUR --

ACH, IT'S GOT
US! I'VE NO
RESPONSE
FROM THE
CONTROLS!

HOLD
TIGHT, EVERYONE!
WE MAY HAVE THE
POWER TO BREAK
FREE!!

"AS IT TURNS OUT,
WE DID HAVE SUCH
POWER, IN THE FORM
OF BRITANNIA..."

"...WHOSE
SHEER MIGHT
WAS ENOUGH
TO BREAK US
FREE OF THE
PHALANX'S
GRASP."

KRA

KOOM

"WE BREATHED A
COLLECTIVE SIGH
OF RELIEF, AS WE
CONTINUED OUR
HASTY RETREAT!"

"LESS THAN AN HOUR
LATER WE APPROACHED
OUR DESTINATION..."

"...AT
MONT SAINT
FRANCIS."



ONCE WE LAND,
WE MUST FORMULATE A PLAN.

AT ALL COSTS,
EXCALIBUR
WE MUST NOT
ALLOW THE
PHALANX AN
OPPORTUNITY
TO LEAVE
MUR.

THE
BIOLOGICAL
DATA THEY
NOW HAVE AT
THEIR DIS-
POSAL--
WHAT--??

1101010 --
CONFIRM
APPREHENSION
OF DESIGNATE
XAVIER
CHARLIE BOB
10101

"MY HOVERCHAIR HAD
BEEN COMPROMISED.
AS IT LOCKED ME IN
IT'S DEADLY GRIP
PULLING ME TO IT..."



"...WE CAME TO REALIZE
THAT THE ENTIRE SHIP
HAD BEEN INFESTED
WITH IT, AS THE VERY
WALLS SPRANG TO
PHALANX-LIFE."

"ONLY MOMENTS
BEFORE, I HAD
STATED THE
IMPORTANCE OF
ISOLATING THE
PHALANX ON
MUR ISLAND..."

"...OF DENYING IT
ANOTHER FOOTHOLD
IN THE WORLD."

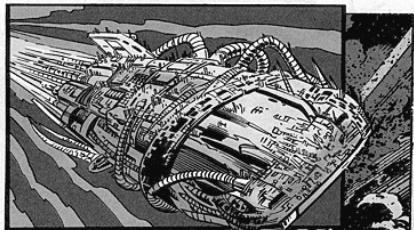


"WERE THE PHALANX ABLE TO ESTABLISH A
BROAD ENOUGH BASE, IT COULD FEASIBLY WIPE
OUT THE HUMAN RACE IN A MATTER OF WEEKS."

"I WOULD NOT BE
RESPONSIBLE FOR
THAT."

DESTRUCT

"I MADE MOIRA TO
INITIATE THE SHIP'S SELF-
DESTRUCT PROGRAM."



"EVENTUALLY, WE MADE OUR WAY TO HERE."



"AT THE LAST MINUTE, AWANDA CONSTRUCTED A MYSTICAL SPHERE TO SHIELD US FROM THE BLAST."

"THIS MONASTERY WAS ONCE THE BASE OF OPERATIONS OF MAGNETO'S ACOLYTES..."

"DUE TO AN AS YET, UNEXPLAINED NATURAL PHENOMENON IT CONCEALS THE PRESENCE AND ACTIVITIES OF MUTANTS."

"IRONICALLY, IT'S COME TO SERVE OUR PURPOSES. NOW... AS A SANCTUARY... AND A SAFE-HOUSE."



"WE ARE GOING TO NEED EVERY ADVANTAGE WE CAN GET IN OUR BATTLE AGAINST THE PHALANX."

"...THE STAKES ARE MUCH TOO HIGH FOR US NOT TO."



YOU NEVER KNOW WHO YOU'RE GONNA FIND IN A BOX OF CRUNCH 'N MUNCH.



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"SO WE ARE TO GO THEN, AND RESCUE THE VALENTED X-MEN?"

"APPARENTLY, THE PHALANX HAVE SOME VESTED INTEREST IN MILITANTS. WHILE THEY HUNT US, BANGBEE HAS LEARNED THAT THEY HAVE ALSO TARGETED A COLLECTION OF NGO-MILITANTS."

"HE, ALONG WITH SEVERAL OTHERS, ARE WORKING TO PREVENT THEIR CAPTURE."

"NO, OURS MAY BE THE MOST DIFFICULT TASK OF ALL, THAT OF FINDING A WAY TO STOP THE PHALANX..."

"ALTHOUGH THE ANSWER TO THAT QUESTION MAY BE UNDER OUR VERY NOSES."

"NO, SHATTER-STAR. I HAVE ALREADY SET CABLE AND WOLVERINE TO THE TASK OF LOCATING THE X-MEN."

* SEE CABLE #16 AND WOLVERINE #85... THE PHALANX COVENANT! FINAL SUNCTION-KING!

"I DINNA SENSE YE, YOUR SCENT HAS... CHANGED?"

"I HAVE CHANGED, DAINNE, SINCE LAST WE MET."

"I AM MORE CERTAIN OF WHO I AM, OF MY PLACE IN THIS WORLD."

"AND YET, I'M MUCH THE SAME."

"I KNOW WHY YOU'VE COME DOWN HERE, YOUR WHOLE ALURA RADIATES WITH LOVE AND HOPE..."

"BUT YOU'RE TORN BY CONFUSION AND FEAR."

MEGGAN!?

"PLEASE, MEGGAN!"

"YE'VE GOT T'LET ME SEE 'EM!"

"SEEMS LIKE EVERY TIME WE TURN AROUND LATELY, WE'RE LOSIN' ONE O' OUR FRIENDS... OUR FAMILY."

"BUT HEREIN GOD'S DECIDED THAT WE CAN HAVE DOUBT BACK, AN I JUST CANNAE WAIT AN' LONGER T'SEE 'EM."



THEN
GO IN, RAMME.
I'M ONLY HERE
TO KEEP AN
EYE ON
HIM.

I'M
NOT KEEPING
HIM IN... AND
I'M NOT
KEEPING ANY-
ONE OUT.

YE
MEAN
CAN...

GO
AHEAD.

DOUG...?

IS
IT REALLY
YOU...?

OH,
SWEET
HEAVEN...

...IT
IS.

IT IS
NOT.

AT LEAST, NOT THE
DOUG RAMSEY THAT
RAMME SINCLAIR
KNEW AS A FRIEND
AND TEAMMATE
DURING HER
TIME WITH THE
NEW MUTANTS.

NOT THE DOUG
WHO HEROICALLY
SACRIFICED HIS
LIFE, SO LONG AGO,
TO SAVE HER.

AND WHILE SHE CAN SEE THIS
WITH HER EYES, HER HEART
TELLS HER OTHERWISE. AS
EVERY FIBER OF HER BEING IS
FILLED WITH JOY AT THE SIGHT
OF HER LONG-LOST FRIEND.



ACH! IT'S A
MIRACLE!!

DOUG!
OH, HOW
I'VE
MISSED
YE!

BUT,
WHAT HAVE
THEY DONE T'YS?
THEY'VE GOT YE
STRUNG UP LIKE
SOME KIND O'
CHRISTMAS
TURKEY...

IT WAS MY SUGGESTION
THAT I CONFINE AND
RESTRAIN MYSELF TO
THIS CHAMBER, UNTIL IT
COULD BE DETERMINED
TO THE SATISFACTION
OF EVERYONE --

-- THAT I DO
NOT PRESENT A
THREAT TO THE
CARBONITES.



WHY,
THAT'S
RIDICULOUS!
WHAT POSSIBLE
THREAT COULD
YE POSE THE
PEOPLE YE
LO --



RAHNE !!
WHAT THE HECK
DYA THINK YOU'RE
DOIN'. SNEAKIN' OFF
LIKE THAT IN THE
MIDDLE OF A
BRIEFIN'...?

PROF
SAYS THERE'S
ONE O' THEM
PHALANX-THINGS
DOWN HERE, AN' IT
MAY BE A LOT OF
THINGS, BUT
IT SURE
AIN'T --

...DOUST





ELSEWHERE IN EUROPE...

HIS NAME IS GIUSEPPE RUSSO, AND HE HAS BEEN A SHEPHERD FOR MOST ALL OF HIS SIXTY-EIGHT YEARS.

HE ENJOYS THE SOLITUDE OF HIS PASTORAL VOCATION.

HIS ENTIRE ADULT LIFE HAS BEEN DEVOTED TO THE TASK OF TENDING THE FLOCK.

COME, HUMAN, SHINAR HAS NEED OF YOU.

INDEED, HE KNOWS THEM AS IF THEY WERE PEOPLE. WHEN THEY "SPOOK," IT IS USUALLY BECAUSE THEY HAVE CAUGHT WIND OF A NEARBY PREDATOR.

... AN ERRANT WOLF OR BEAR THAT HAS WANDERED DOWN OUT OF THE MOUNTAINS...

FOR THE MESSAGE MUST PASS THE STARS TO OUR PEOPLE!

WE HAVE FOUND A WORLD ripe FOR CONQUEST!

HIS LAST THOUGHT IS THE QUESTION THAT HIS LIFE HAS ANSWERED...

WHO WILL TEND TO THE FLOCK?

WITHIN THE WOMB-LIKE
CORE OF THE PHALANX'S
COLLECTIVE INTELLIGENCE
RESIDES THE BITTER
REMAINS OF THE MAN
WHO WAS STEPHEN
LANG

NOW, NOTHING MORE
THAN A BLURRY
MEMORY OF HUMANITY,
HE FUNCTIONS AS THE
HUMAN HOST OF THE
INTELLIGENCE, ONE
SEEING A MYRIAD OF
OPERATIONS --

-- EACH ONE DESIGNED
TO BRING THE PHALANX
EVER CLOSER TO THEIR
OVERALL OBJECTIVE.

this is
LUDICROUS!
SHINAR'S THOUGHTS
ARE BLOCKED TO ME

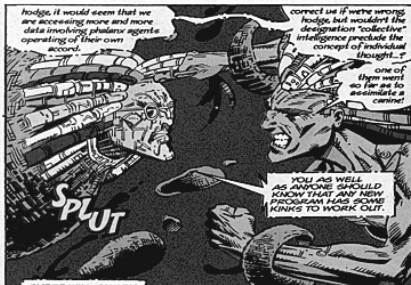
OF LATE, HOWEVER,
HE HAS FOUND HIM-
SELF REPEATEDLY
CONFRONTED WITH --

independent
thought!

there
is no room
in the collective
for singular
activities --

priority:
analysis
directive to
purge
independent
operatives
from
collective.

hodge!



hodge, it would seem that we are receiving more and more data involving pleasure agents operating of their own accord.

correct us if we're wrong hodge, but wouldn't the designation "collective" intelligence preclude the concept of individual thought...?

one of them went so far as to estimate a canine!

YOU AS WELL AS ANYONE SHOULD KNOW THAT ANY NEW PROGRAM HAS SOME KINKS TO WORK OUT.

THERE WILL ALWAYS BE UNFORSEEABLE...
"GLITCHES."



THE PHALANX IS NOTHING IF NOT CONSTANTLY EVOLVING. ALWAYS ADAPTING TO AN INFINITE NUMBER OF POTENTIAL PROGRAMS.



I MUST BE GETTING BACK NOW. WE ARE RUINING EVERY CONCEIVABLE PROGRAM IN AN ATTEMPT TO ASCERTAIN WHY THE MUTANTS CANNOT BE ASSIMILATED INTO THE COLLECTIVE INTELLIGENCE.



HODGE! you were not dismissed!

we demand to know how we are being overridden in this matter. we demand to know what is the cause for this increasing...

...rebelliousness.







CERTAINLY NOT, MAKER.

GAM, RAINE...? IF YOU WOULD BE SO KIND AS TO STAY HERE AND KEEP AN EYE ON THINGS...?

OF COURSE, PROFESSOR.

ALTHOUGH I DON'T SEE WHAT IT IS YOU'RE WORRIED ABOUT, I'M SURE EVERYTHING IS GOING TO BE FINE ONCE FORGE FINDS DOUGLOCK TRULY IS DOUG.

NO PROBLEM, SIR.

VERY WELL THEN. IF YOU NEED ME, I'LL BE IN THE SANCTUARY.

ALL RIGHT, FIRST THINGS FIRST. I BELIEVE...

AM BELIEVE AM WANT SOME ANSWERS!

AM IF THESE PHALANX THINGS ARE ONE BIG INTELLIGENCE THEN AM BELIEVE THAT 'DOUG' HERE CAN ANSWER 'EM!

AM WANNA KNOW WHAT THE PHALANX IS, WHAT THEY'VE DONE WITH THE X-MEN, AM WHAT THEY'RE PLANNIN' TOO!

AM I WANNA KNOW RIGHT NOW...



"CAUSE
AH GOT NO
PATIENCE FR
ANY OF
THIS --"

-- AN
I GOT NO
PATIENCE
FR
YOU!

AH
RESENT
YOU FR
TAKIN MY
FRIEND'S FACE!
AH RESENT YOU
FR PRETENDIN
HE COULD
BE ALIVE
AGAIN!

IF IT WILL ASSIST IN YOUR
UNDERSTANDING AND
ACCEPTANCE OF THE
SITUATION, I WILL RELATE
TO YOU THE INFORMATION
YOU REQUIRE.

THE TECHNO-ORGANIC
CREATURE SPREADS
HIS ARMS AS IF TO
EMBRACE THE WORLD.
HIS ARMS AND FINGERS
EXTENDING UNTIL THEY
TOUCH OPPOSITE WALLS.

AND SUDDENLY, THE
DARK STONE WALLS
DISAPPEAR, REPLACED
BY AN ENVELOPING
COOON OF TECHNO-
ORGANIC CIRCUITRY.

SAM GUTHRIE DOES NOT
LIKE BEING IN A ROOM
WITH DOUGLOCK. HIS
ANXIETY IS MAGNIFIED
AS...

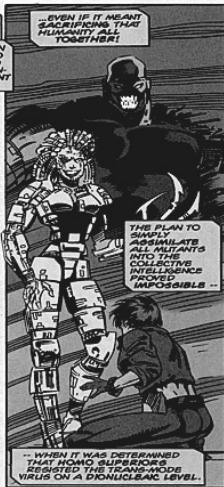
INDEED,
DOUGLOCK
HAS BLOWN
THE ROOM.

DO NOT BE
ALARMED.

AH
DOFFT
LIKE
THIS...

THIS IS MERELY
THE MOST EFFICIENT
WAY I KNOW TO
REVEAL THE HISTORY
OF THE PHALANK
ON THIS PLANET.

IT BEGAN
SHORTLY
AFTER THE
DEATH OF
THE TEGAN
KNOWN AS
DOUGLAS
RAMSEY.



I AM RELATIVELY CERTAIN THE ANSWER TO THAT IS TWO-FOLD. FORGE.

FROM THE BEGINNING, I WAS ABLE TO MOUNT AT LEAST MARGINAL RESISTANCE AGAINST LANK...

OWING, IN PART, TO THE FACT THAT I WAS THE MEMBER OF THE PHALANX BASED ON THE ENGRAMS OF THE TRANS-MODE INFECTED DOUGLAS RAMSEY --

-- AND ONE OF THE EARLIEST PHALANX DERIVED FROM THE GENOSHAN SAMPLE --

-- I POSSESS A CONSCIENCE-TEMPLATE CLOSEST TO MY ORIGINAL INCARNATION.

THOUGH I AM CERTAIN I WOULD NOT HAVE BEEN FREED AT ALL, IF I WERE NOT CONTACTED THROUGH THE CYBER-NET --

-- BY THE STRYFE-CREATED SENTIENT UNIT-DESIGNATE: ZIBRO.

CLAIMING HE SENSED "SOMETHING" IN ME THAT EVEN I DID NOT KNOW EXISTED, HE LIBERATED ME FROM THE COLLECTIVE INTELLIGENCE.

IT WAS ONLY AFTER I WAS FREE OF THE PHALANX, THAT I LEARNED THE TRUTH...

* SEE EXCALIBUR # 80 - 82 - K&L

...THAT EVERY MEMBER OF THE GROUP IS FOLLOWING A GENETIC IMPERATIVE MUCH STRONGER THAN THAT PROGRAMMED BY THE HUMANS.

THEY ARE FOLLOWING SOMETHING NO HUMAN CAN COMPREHEND -- THE CALL OF A SPECIES NOT OF THIS WORLD.

A RACE FOUNDED ON THE TOTAL AND COMPLETE GENOCIDE OF ALL LIVING MATTER THROUGHOUT THE UNIVERSE.

SO YA SAYIN' THAT NO MATTER WHAT THEY STARTED OUT AS, THESE "LIVING SENTINELS" ...

HAVE BECOME THE HARBRINGERS OF THE END OF THE WORLD, MAKES SENSE.

WARLOCK'S PEOPLE WERE, BY NATURE, BARBARIC CONQUERORS.

IF THE PHALANX ARE BASED ON THEIR TEMPLATE, PURE ORGANIC LIFE WOULD BE ANATHEMA TO THEM.

THE PHALANX ARE UNDER NO ONE'S CONTROL -- BUT THEIR OWN.

THE PHALANX IS GROWING.

ADAPTING. CHANGING.

IT IS RESPONDING TO TRAITS LEFT OVER BY THE FATHER RACE THAT BIRTHED IT AMONG THE STARS.



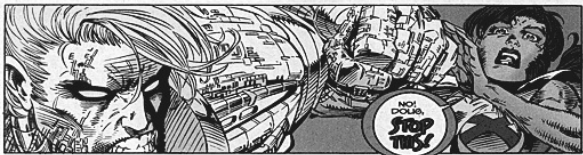
NOTHING, NOTHING
CAN PREPARE YOU

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Acclaim
ENTERTAINMENT





I DINNA, KEN
WHY YERE DOIN
THIS, BUT TAKE
ME WITH YE,
DOUS --

-- WHEREVER
YERE GOIN -- I
BELIEVE IN YE!
I BELIEVE THAT
NO MATTER WHAT
IT LOOKS LIKE
YERE DOIN --

THAT YED EVER
DO ANYTHING
T'HURT ANY
O'YUIR
FRIENDS.

HE CAN HEAR IT
IN THE TIMBRE OF
HER VOICE, AN
LINGUESTIONING
CERTAINTY...

...THAT THESE ARE
PEOPLE THAT
HE SHOULD
CONSIDER HIS
FRIENDS...

PEOPLE
HE SHOULD
CARE FOR...

...IF
HE WERE
CAPABLE
OF CARING.

VERY
WELL.





I HAVE NEITHER THE TIME
NOR THE DESIRE TO EXPLAIN
MY ACTIONS TO YOU. SURVIVE
IT TO SAY, I WILL BE LEAVING
THIS FACILITY IMMEDIATELY.

ANY ATTEMPTS TO
STOP ME WOULD BE
FUTILE.

WHAT
HAVE YOU
DONE?
!

AFTER DOUGLOCK'S
APPEARANCE MORE
DAYS AGO, NIGHT-
CRAWLER HAD RE-
GARDED HIM AS YET
ANOTHER OF THE
MANY CURIOUSITIES HE
HAS SEEN IN HIS LIFE.

HE, ALONG WITH THE
REST OF EXCALIBUR,
HAD JUST BEGUN TO
ACCEPT DOUGLOCK'S
DECISION THAT RE-
QUIRED A CONSIDER-
ABLE AMOUNT OF
TRUST.

NOW, THAT TRUST IS
BETRAYED, AND KURT
WAGNER FEELS THE
ANGER WELL UP IN-
SIDE HIM.



BY FORCE
OF WILL, HE
TRIGGERS
HIS MUTANT
ABILITY TO TELEPORT --

CAN
BARELY
MOVE.

DOUGLOCK MUST HAVE
SOMEHOW MANIPULATED
THE PERIPHERAL ELECTRO-
MAGNETIC FIELD, CONTAINING
MY POWER, MAKING IT
IMPOSSIBLE FOR ME TO
TELEPORT ANYWHERE.



-- ONLY TO BE DENIED.
HIS POWER SEEMINGLY
"FLIPPING" BACK INTO
ITSELF, A WAVE OF IN-
CREDIBLE PAIN WASHING
OVER HIM.



HE ANALYZED
MY POWER AND
THEN USED IT
AGAINST ME. HE
MUST HAVE BEEN
WORKING FOR THE
PHALANX ALL
ALONG.

WHY
THEN DOES
HE LOOK SO...
SAD...AND
ANGRY?



111100010
110 00 100

THERE IS PAIN --
OR AT LEAST THE
HESITANCY OF PAIN --
AS DOOMSLACK'S
OWN ELECTRO-
MAGNETIC ALIAS
TIGHTENS AROUND
HIM --

--CONSTRICTING
HIM --

--PARALYZING
HIM --

THAT'S AS
FAR AS YOU
GO, DOOM-
LOCK!

YOU HURT KURT,
BY DISRUPTING
HIS B.F. FIELD --
I KNOW, I FELT
YOU DO
IT --

DON'T
MAKE ME
DO THE
SAME TO
YOU!

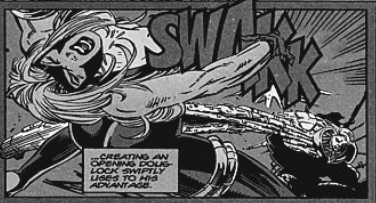
SHE COULD EASILY
TEAR HIM APART
WITH THE AWESOME
ENERGY SHE WIELDS.
IN FACT, IT TAKES
MORE EFFORT ON
POLARIS'S PART TO
HOLD BACK THE
MAGNETIC POWER
THAN EXERT IT.

SHE TIGHTENS
HER HOLD A
LITTLE TO ENSURE
HIS CAPTIVITY.

--UNGH--
IN YOUR
EFFORT TO
CONTAIN --
ME, YOU HAVE
FAILED TO
NOTICE YOUR
TEAMMATES
HAVE BEEN --
BONDED TO
ME.

THE FORCE --
YOU INFLICT ON
ME, IS FELT BY
THEM AS WELL.

SHE HESITATES...



...CREATING AN
OPENING DOOM-
LOCK SWIFTLY
USES TO HIS
ADVANTAGE.



...AS THEY ARE BY THE HORRIFIC
SIGHT THAT GREETED THEM.

DON'T APPROACH
ME. I DO WHAT
I MUST.

EASEL
AWAITS...AND EASEL
MUST BE STOPPED.

KITTY!
DO NOT
CONFIDENT
DOUG-
LOCK!

LINT,
WE CAN
DISCOVER HIS
INTENTIONS. WE
MUST CONSIDER
HIM DANGEROUS!

BUT
PROFESSOR,
HE'S GOT GAM,
RAINE, AND
FORGE. WE
CAN'T JUST
LET HIM...

AT THIS POINT
I CAN ASCERTAIN
THAT, THOUGH
UNCONSCIOUS,
THEY REMAIN
UNHARMED.
HOWEVER, MY
ORDER STANDS...

DO NOT
APPROACH
HIM!!!

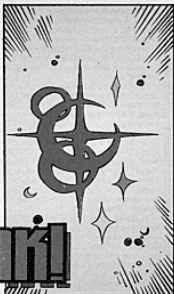
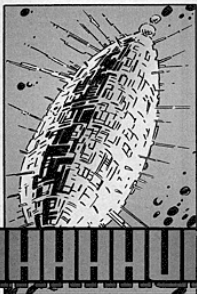
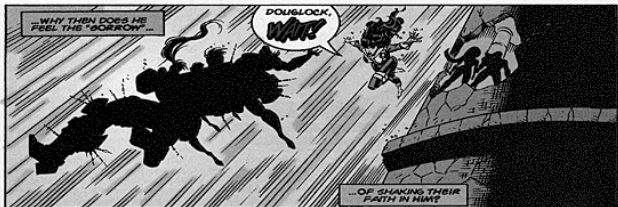
IN THE DAYS SINCE HIS
INTRODUCTION TO THE
TEAM EXCALIBUR, DOUG-
LOCK HAS REPEATEDLY
PROCLAIMED HIS IN-
HUMANITY...

— CATEGORICALLY
REFUTING ANY
SIMILARITY HIS TEAM-
MATES MAY HAVE
SEEN BETWEEN HIM-
SELF AND THE
DECEASED DOUG
RAMSEY.

HE IS AN ENGRAM ONLY, PHALANX-
BORN, BASED ON THE GENETIC AND
MENTAL IMPRINTS OF RAMSEY.

HE FOUND THAT
DUE TO THIS RE-
SEMBLANCE, THEY
LENT HIM A CER-
TAIN ACCEPTANCE,
A MEASURE OF
TRUST...

BUT IF INDEED HE
IS OF PHALANX,
LACKING IN HUMAN
EMOTION...



SHHHHHHUNK!



X-FACTORS

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Attention correspondents: If you don't want your name and address printed, please be sure to tell us so!

To say it was an immense pleasure to work with J.M. DeMatteis would be a major understatement. J.M. quickly latched on to the X-Factor characters and made them his own. I don't know who will miss him more, Guido or me? With J.M.'s new regular stint on AMAZING SPIDER-MAN and various other projects of the Distinguished Competition, J.M. has decided to limit his exposure to the X-books to a special project basis.

As you may have noticed, Todd DeZago has been working with J.M. on the past few issues of X-FACTOR. We think he's done a spectacular job of scripting the Polaris/Malice/Havok storyline which ran in X-FACTOR #103 to #105. For the next few months, Todd will continue to script X-FACTOR, as John Francis Moore (of X-MEN 2099 fame) signs on as our new regular writer. This transitional period has been remarkably smooth, which attests to the professionalism and care of all three of these guys.

In issues #106 and #109, X-Factor journeys to Israel in search of Mystique — but wait, isn't she dead? Then, Ula Cheney returns to Earth and crosses all sorts of havoc (no pun intended) for X-Factor in #110 and #111. After that? Well, let's just say it simply ain't gonna be pretty — just pretty intense!

Kelly

Dear X-Changes,
Re: X-FACTOR #101
Art: 8 out of 10. Exquisite, emotive.
Writing: 9 out of 10. Brilliant, real.

This issue is exactly what a comic should be: lots of real, believable character interaction (with only one small alteration that served to further character development). Very cogent and moving. J.M. DeMatteis is a brilliant writer — he has such an obvious understanding of human nature and great skill at portraying it.

The splash page in this issue was so melancholy, conveying such a sense of loss and sadness, as did Havok's face on page 3. The waitress's sympathy toward Havok was a very minor, incidental scene, but it was highly believable and revealing about humanity.

Storm's speech to Polaris was wonderful, and she was the perfect person to give it, considering her special rapport with nature. Polaris's reaction, too, was perfect, showing the depths of her grief and pain. Also, my words cannot do justice to the

power and beauty and grace of the scene between Storm and Forge, but perhaps my silence will.

It was good to see Moira's reaction to Jamie's death even though she isn't a regular member of X-Factor. Jamie was like a son to her, and we needed to see her response, to know that she cares and is affected by his death. Often in a comic book, death is portrayed as a very casual, unimportant thing. It is good — not pleasant, but socially and morally good — to see the anguish and suffering that people experience when someone they care about dies.

It seemed out of character, however, for Random to show sympathy, even if just for a moment, even if toward Lorna. I completely support the idea that everyone is a nice, understanding person underneath harsh or cruel exteriors but many people maintain their harsh and cruel exteriors all the time — having Random suddenly express sympathy seemed forced and maudlin. It would have been a nice counterpoint to everyone else's grief if he had remained uncaring and aloof.

Keep up the wonderful work. This was a spectacular issue. J.M. DeMatteis is a genius.

T. Shawn Long
5425-H Dana Drive
Raleigh, NC 27606

T. Shawn, we were especially happy with issue #101 for the same reasons you mentioned. As for Random's reaction to Jamie's death, even a heart made of stone can often chip.

Dear Kelly and Jaye,

Issue #101 was incredibly well done! Usually after milestone issues the following issue isn't all that interesting and in no way as intriguing as the previous story. DeMatteis and Duursema have proven to be a very welcome exception to the aforementioned rule.

Instead of having the various members of the government-financed mutant group picking up the pieces and getting on with their regular, mundane (as far as that goes with people as extraordinary as those of X-Factor) lives, you took the courage to show how major the repercussions are from the dramatic events in the last issue. The atmosphere this issue breathed was so tense, one could truly feel all of the emotions of the several different main characters. We actually felt Alex's misery, Lorna's emptiness, Guido's inner pain, and especially Moira's state of mixed emotions as Xavier showed her images of the recently

deceased Jamie. Beautifully done, no doubt about it.

But, as always, endings are also the starting points of new beginnings, no matter how grave the losses. Good to see Ororo and Forge acknowledge just that, falling in each other's wanting and of course also hurting arms. For Alex, it's a whole different story. The leadership took its toll on this tortured man, and he decided to put an end to wearing the mantle of that leadership. Hopefully, we haven't seen the last of him, as X-Factor will be so much different without his charismatic appearance. I'll miss him.

All this was masterfully portrayed by Jan Duursema, who's managed to capture the spirit of the moment, combining emotional close-ups with breathtaking landscapes, for which my thanks, Jan.

Olav Beerner
Brugakker 39-06
3704 LP Zeist
NETHERLANDS

As you know by now, Olav, Havok is back in the leader's seat and things are getting back to normal for everyone's favorite government-sanctioned mutant hero team. Except, who was that guy walking around their vacant townhouse in issue #105?

Dear X-Changes,

What's good about comics is they feel realistic. One thing that's good is all of the characters have true feelings. That's what got me into comic collecting and that's how I feel about X-FACTOR #101. Alex should figure out that it wasn't his fault even if he quits X-Factor. I hope you cover the storyline as much as you can. About that HAVOK limited series, I think it's a good idea. Until then all I can say is keep up the great work!

Corey Roe
66-B Broadway
Hopatcong, NJ 07843

We'll do just that, Corey!

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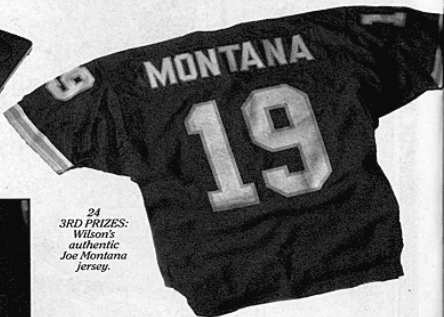
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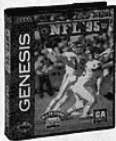
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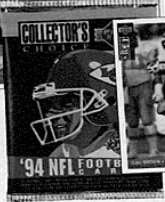
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FROM THE DAY, AS AN ADOLESCENT, THAT HIS MUTANT POWER FIRST MANIFESTED ITSELF, HE HAS FELT ALONE, SET APART --

-- POSSESSING A VISION WHICH ENABLES HIM TO "SEE" AS NO OTHER MAN CAN SEE THE WORKINGS OF ALL THINGS MECHANICAL, TO UNDERSTAND HOW THEY OPERATE --

-- FROM THE SIMPLEST OF DEVICES --

-- TO THE GREATEST OF MACHINES.





IT WAS A GIFT, HE HAD ALWAYS THOUGHT, THAT WOULD NOT OFTEN BE ENVIED...

...UNTIL TODAY.

FOR TODAY, HE IS WITNESS TO...
LIFE -- -- NEW LIFE --

-- AS THE SECRETS OF THIS TECHNO-ORGANIC LIFE-FORM SEEMINGLY UNFOLD THEMSELVES TO HIM.

AND HE IS FILLED WITH AWE.

HE IS TRANSFIXED BY THE SHEER BEAUTY OF IT, STUNNED BY ITS WONDER.

SPEECHLESS, HE CAN FEEL THE STARES OF HIS FRIENDS UPON HIM, UNCOMFORTABLE WITH HIS MUTE GAZE. IF HE COULD SPEAK, HE WOULD NOT BE ABLE TO FIND THE WORDS TO DESCRIBE THE GLORIOUS SPECTACLE BEFORE HIM.

HE FEELS TEARS OF JOY WELL UP IN HIS EYES --

HE BATHES IN THE GLOW OF CREATION.

EMPLOYING MY HOLOGRAPHIC
FIBER-OPTIC
PROGRAM...

...YOU WILL HAVE FULL
ACCESS TO ALL THE
INFORMATION I POSSESS
REGARDING THE EVOLUTION
OF THE PHALANX.

SOON AFTER THE EVENTS OF
THE SO-CALLED EXTINCTION
AGENDA, THE GENOSHAN
GOVERNMENT...

...DESPERATE FOR
FUNDS AFTER LOSING
THEIR ECONOMIC BASE
FOLLOWING THE LIB-
ERATION OF THEIR
MUTATE POPULATION...

...SOLD THE GENETIC
REMAINS OF THIS
UNIT.

<CORRECTION>
THE GENETIC
REMAINS OF THE
TECHNO-ORGANIC
EXTRATERRESTRIAL
DESIGNATE: WARLOCK,
TO AN UNKNOWN THIRD
PARTY, CONSISTING
OF MEMBERS IN
THE HIGHEST
CIRCLES OF THE
TERCAN SCIENTIFIC
COMMUNITY.

THESE HUMAN SCIENTISTS
WERE DETERMINED TO USE
THE TECHNO-ORGANIC
MATERIAL FOR THEIR OWN
MEANS.

...THE CREATION
OF A NEW BREED
OF SENTIENT
"LIVING SENTINELS."

UPON BEING ABLE TO
DUPLICATE THE
TRANSWAVE VIRUS
CAPABLE OF TRANS-
FORMING LIVING
MATTER INTO
TECHNO-ORGANICS...

...THEY BELIEVED
THEY HELD THE
KEY TO SAVING
THE ENTIRE
"HUMAN" RACE
FROM MUTANT
SUPPLANTATION.

IN ACTUALITY,
THEY WERE
MORE
LIKELY THAN
NOT DOOMED
EVERY LIVING
ENTITY ON THE
PLANET.

THEIR FIRST
MISTAKE MAY
HAVE COME IN
THE ENLIGHTENMENT
OF THE DR.
STEVEN LANG.

ONCE A BRILLIANT
SCIENTIST IN CHARGE
OF THE PROJECT
ARMAGEDDON (A
PRECURSOR TO
THE GOVERNMENT'S
CURRENT "MUTANT
CONTAINMENT
PROGRAM," PROJECT:
WIDEAWAKE)...

HE WAS TRACKED TO
A CONVALESCENT HOME,
BROKEN IN BODY
AS WELL AS SPIRIT.

BECAUSE OF HIS BRIEF ASSOCIATION WITH THE CYBERNETIC BRAIN NET OF THE SENTINER CALLED MASTER MOLD --

-- IT WAS DETERMINED DESIGNATE: LANG WAS THE BEST CANDIDATE TO SERVE AS A CARBON-BASED REPOSITORY --

-- FOR THE COLLECTIVE INTELLIGENCE DESIGNED TO CONTROL THE HUNDREDS OF POTENTIAL SOLDIERS NEEDED AS THE FINAL SOLUTION FOR THE PROBLEM OF MUTANTS.

HIS MENTAL CONDITION DID NOT SEEM TO BOTHER THOSE RESPONSIBLE FOR HIS ABDUCTION...

...FOR SURELY THE PROCESS THAT FOLLOWED WOULD HAVE DRIVEN HIM INSANE IN ANY CASE ONCE IT WAS COMPLETED.

**HIS MENTAL CONDITION
DID NOT SEEM TO
BOTHER THOSE
RESPONSIBLE FOR
HIS ABDUCTION...**

— FOR THE COLLECTIVE INTELLIGENCE DESIGNED TO CONTROL THE HUNDREDS OF POTENTIAL SOLDIERS NEEDED AS THE FINAL SOLUTION FOR THE PROBLEM OF MUTANTS.

YOU'RE SAYING
ALL THE THOUGHTS
AND ACTIONS OF THE
PHALANX ARE BEING
CHANNELED THROUGH
ONE MIND?

AUGH,
THE POOR
MAN -- EVEN THE
DEVIL HIMSELF
SHOULD'NAE
HAVE TO SUFFER
GO!

WHAT'S
THE DEAL
WITH THIS
HOLOGRAPHIC
IMAGE...?

DID
ROGUE EVER
BATTLE THE
PHALANX?

IN A FASHION, YES.
SHE BATTLED THE
EARLIEST PROTO-
TYPES...

...ONES CREATED
WHOLE CLOTH
FROM LANG'S
TORTURED MIND.

WHAT'S THE DEAL WITH THIS HOLOGRAPHIC IMAGE...?

IN A FASHION, YES.
SHE BATTLED THE
EARLIEST PROTO-
TYPES...

...ONCE CREATED
WHOLE CLOTH
FROM LANG'S
TORTURED MIND.